

No. APR 10 1981  
Date 10.00  
Fee \$

April 10, 1981

ICC Washington, D. C.

Ms. Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 12867-14

APR 10 1981 -3 PM

INTERSTATE COMMERCE COMMISSION

APR 10 2 59 PM '81

RECEIVED

Dear Madam:

Enclosed for recordation under the provisions of 49 U.S.C. §11303 are the original and five counter-parts of Amendment No. 1 dated as of March 2, 1981 ("Amendment to Indenture") amending an Indenture of Trust, Security Agreement and Chattel Mortgage dated as of February 2, 1981 ("Original Indenture").

The Original Indenture was filed with your office at 11:35 a.m. on February 5, 1981 and was assigned Recordation Number 12867.

A general description of the railroad rolling stock covered by the Amendment to Indenture is set forth in Exhibit 1 - Description of Units attached to this letter and made a part hereof. I direct your attention to the fact that on or about March 20, 1981, cars governed by the Original Indenture, as amended, and formerly bearing identification marks XTRX 76188 - XTRX 76482, inclusive, were repainted so as to thereafter bear, respectively, the identification marks SFLC 876188 - SFLC 876482, inclusive.

The names and addresses of the parties to the Amendment to Indenture are

Lender: Bankers Trust Company, as Loan Trustee  
P.O. Box 318  
Church Street Station  
New York, New York 10015

Debtor: United States Trust Company of New York,  
as Trustee under an Amended Trust Agree-  
ment dated as June 15, 1980, as amended  
and restated by an Amended and Restated  
Trust Agreement dated as of February 2,  
1981  
45 Wall Street  
New York, New York 10005

The undersigned is agent of the Debtor which is a party to the enclosed document and has knowledge of the

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matters set forth therein.

Please return the original copy and two counterparts of the Amendment to Indenture to Charles T. Kappler, Esq., Alvord and Alvord, 918 16th Street, N.W., Suite 200, Washington, D.C. 20006 or the bearer thereof.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

ALVORD AND ALVORD

By: Charles T. Kappler

Charles T. Kappler

CKT/lac  
Enclosures

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hoppers:

(1) Manufacturer: Portec, Inc.

Number of Cars: 406

Identifying Marks: XTRX 76577-XTRX 76592, inclusive; MILW 101700-MILW 101799, inclusive (which covered hopper cars bearing identification marks MILW 101700-MILW 101799, inclusive, formerly bore identification marks XTRX 76593-XTRX 76692, inclusive); XTRX 76693-XTRX 76758, inclusive; XTRX 76759-XTRX 76927, inclusive; XTRX 76928-XTRX 76982, inclusive.

(2) Manufacturer: Richmond Tank Car Company

Number of Cars: 520

Identifying Marks: XTRX 75958-XTRX 76082, inclusive; MILW 101800-MILW 101899, inclusive; and SFLC 876188-SFLC 876482, inclusive (which covered hopper cars bearing identification marks SFLC 876188-SFLC 876482, formerly bore identification marks XTRX 76188-XTRX 76482, inclusive).

(3) Manufacturer: FMC Corporation, Marine and Rail  
Equipment Division

Number of Cars: 90

Identifying Marks: XTRX 76983-XTRX 76999, inclusive;  
and XTRX 77010-XTRX 77082, inclusive.

AMENDMENT NO. 1 TO INDENTURE OF TRUST,  
SECURITY AGREEMENT AND CHATTEL MORTGAGE

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INTERSTATE COMMERCE COMMISSION

This AMENDMENT NO. 1 TO INDENTURE OF TRUST, SECURITY AGREEMENT AND CHATTEL MORTGAGE, dated as of March 2, 1981, amending the INDENTURE OF TRUST, SECURITY AGREEMENT AND CHATTEL MORTGAGE, dated as of February 2, 1981 (the "Indenture") between Bankers Trust Company, a New York banking corporation, as Loan Trustee (the "Loan Trustee"), and United States Trust Company of New York, a New York corporation, as Trustee (the "Owner Trustee") under an Amended Trust Agreement, dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Credit Corporation and said Owner Trustee,

W I T N E S S E T H:

WHEREAS, in conformity with the provisions of paragraph (b) of Section 8 of the Equipment Lease Agreement, dated as of July 1, 1980 (the "Original Lease"), as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980 and by Amendment No. 2 to Equipment Lease Agreement, dated as of July 1, 1980, and as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981 (the Original Lease as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA Leasing, Inc., as lessee (the "Lessee"), and the Owner Trustee, as lessor, the Lessee shall have changed, on or after March 20, 1981, the identifying marks on various of the Units (as defined in the Indenture);

WHEREAS, also in conformity with the provisions of said paragraph (b) of Section 8 of the Lease, the Owner Trustee and the Lessee shall, concurrently herewith, enter into Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981 (the "Fourth Lease Amendment"), which Fourth Lease Amendment amends Schedule A of the Lease so as to reflect accurately the change in identification marks on the Units; and

WHEREAS, it is desirable that the Indenture also be amended so as to describe accurately the Trust Indenture Estate (as defined in the Indenture) so as to preserve fully the lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Loan Trustee and the Owner Trustee hereby agree that Annex A to the Indenture is amended to read in its entirety as set forth in Exhibit I hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to Indenture of Trust, Security Agreement and Chattel Mortgage to be duly executed under thier respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES TRUST COMPANY  
OF NEW YORK, as Owner Trustee

By Thomas B. Rhymer  
Assistant Vice President

(Seal)

Attest: Louis P. Young  
Title: Asst Secretary

BANKERS TRUST COMPANY,  
as Loan Trustee

By Carl H. Hase  
Title  
ASSISTANT VICE PRESIDENT

(Seal)

Attest: Robert  
Title: ASSISTANT SECRETARY

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On the 6 day of April, 1981, before me personally came THOMAS B. ZAKRZEWSKI to me known, who, being by me duly sworn, did depose and say that he resides at Brooklyn, N.Y.; that he is Assistant Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

[Notarial Seal]

Federico C. Santos  
Notary Public

FEDERICO C. SANTOS  
Notary Public, State of New York  
No. 41-4691650  
Qualified in Queens County  
Commission Expires March 30, 1981  
R3

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On the 6<sup>th</sup> day of April, 1981, before me personally came CARL H. NASIE to me known, who, being by me duly sworn, did depose and say that he resides at 221-11 112th ROAD; that he is ASSISTANT VICE PRESIDENT OF QUEENS VILLAGE, N.Y. 11429 BANKERS TRUST COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

[Notarial Seal]

Helmut F. Leuffen  
Notary Public

HELMUT F. LEUFFEN  
Notary Public, State of New York  
No. 31-4657770  
Qualified in New York County  
Commission Expires March 30, 1983

EXHIBIT I

Annex A to  
Indenture

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hoppers:

(1) Manufacturer: Portec, Inc.

Number of Cars: 406

Identifying Marks: XTRX 76577-XTRX 76592, inclusive; MILW 101700-MILW 101799, inclusive (which covered hopper cars bearing identification marks MILW 101700-MILW 101799, inclusive, formerly bore identification marks XTRX 76593-XTRX 76692, inclusive); XTRX 76693-XTRX 76758, inclusive; XTRX 76759-XTRX 76927, inclusive; XTRX 76928-XTRX 76982, inclusive.

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(3) Manufacturer: FMC Corporation, Marine and Rail  
Equipment Division

Number of Cars: 90

Identifying Marks: XTRX 76983-XTRX 76999, inclusive;  
and XTRX 77010-XTRX 77082, inclusive.